

EXHIBIT AA



Board of Trustees Meeting

8:30 a.m., August 17, 2018

Wade Board Room

APPROVED

1. Call to order:

Meeting called to order at 8:33 a.m. by Board President Jon Chism.

Attendees:

Board Members Present: Jon Chism, Dianne Boyd, Alison Ford, Karl Hansen, Carol Neithercut, Peggy Child Smith, Barb Stonewater, Fred Weber

Staff: Mike Spencer, Jessica Webster, Barbara Pfeil, Anne McDevitt

Members: Robin Caldwell – Block 23, Lot 25; Robert Wyatt – Block 32, Lot 9; Eric Breisach – Block 22, Lot 21; Stanley Sutton – Block 23, Lot 22; Kate Mitchell – Block 41, Lot 1 & 3; John Snyder – Block 13, Lot 3; Marcia-Anne Beard Dunbar – Block 6, Lot 3; Annie Rouse – Block 5, Lot 5; John Doerr – Block 23, Lot 7; Mary Jane Doerr – Block 19, Lot 12; Joseph Higgins – Block 19, Lot 8.

Teleconference: Jeb Brown – Block 2, Lots 2 & 21.

2. Devotions: Jon Chism

3. Member Comment: (3 mins. max; 3 mins. each) **Eric Breisach** expressed concern for pedestrian safety with the proposed ADA parking improvements at John M. Hall showing the relocation of handicapped parking. He also requested consideration be given to saving as many Campus trees as possible. **Kate Mitchell** asked members to heed Bishop's Flunder's comments to respect the newly passed By-law as it is written. **Annie Rouse** advised the milfoil has returned at the waterfront and we need to address the invasive species problem we faced in 2013-14. Since we are looking at the waterfront project, we should ask for an evaluation of any impact the changes might have on water conditions. Tip of the Mitt may be a resource for this.

4. Approval of Minutes: Peggy Child Smith

Motion	Move	Second	Vote
To approve the Board Meeting Minutes from the August 3, 2018 Meeting	Child Smith	Neithercut	Unanimous

Motion	Move	Second	Vote
To approve the Board Meeting Minutes from the August 4, 2018 Election of Officers Meeting	Child Smith	Boyd	Unanimous

5. Treasurer's Report: Fred Weber (see report)

Performance Dashboard - According to ticket sales, which are the basis for the dashboard numbers, Vespers' attendance is down. We're not sure of the reason, but an analysis of different factors is being

undertaken. Attendance is up 14% at the morning Religion and Life lectures. Headcount is used to track that attendance. The Opera was performed twice at the Great Lakes Center for the Performing Arts (GLCPA) and twice in Bay View, with the revenue being split. Sharing revenue and hosting the Opera twice in Bay Harbor is favorable to Performing Arts and its budget. Chris Ludwa anticipates \$12,500 in revenue from GLCA. This partnership seemed to be positive for both organizations, so consideration is being given to doing the same arrangement next year. Bay View will receive approximately 70% of the ticket sales.

Summer Tax Bills – were mailed out on August 14, 2018 and tax payments are due on September 15. The Board of Assessors will hold open meetings in the Board Room at 9:00 a.m. on August 23 and 27 to respond to members' questions about their assessments. Tax appeals are due in writing by September 7.

4% Cottage Transfer Fee - has funded the Water and Sewer Fund. This year \$31K has been added to the Fund from cottage transfers. There appear to be several large cottage sales pending, so additional money is anticipated to be added.

2019 Budget – Jim Rogers alerted us at the last Board Meeting there might be a need to increase the Chautauqua fee in 2019. The Finance Committee will meet twice to discuss the 2019 budget before the next Board Meeting on Sept. 7th. The draft budgets from the four program areas seem to be in line. Consideration is being given to raising the membership application fee.

Motion	Move	Second	Vote
To approve financial report	Chism	Neithercut	Unanimous

6. Executive Director's Report: Mike Spencer *(see report)*

"Mini Business Plan" – Strategic goal setting by the four departments is included in packet. After reviewing, the Trustees were disappointed with the level of metrics and degree of strategic thinking from the program areas. The Trustees have requested the Long Range Planning Committee provide a Business Plan Template for the Directors. The template will give the Directors better guidance for gathering more specific and coherent information.

Sidewalk Repairs – Due to the importance of the changes in the allocation method for valuation, a separate mailing will be sent to members notifying them about the upcoming plans for sidewalk improvements in 2019. Previously, the plan had been to include this notification with the assessment letter, but it could now be included with a year-end report after the close of the fiscal year.

Digital Locks – In an effort to reduce the number of keys currently being used, keys being copied, keys not being returned, Spencer will investigate using keypads or digital locks for Association buildings.

Members in arrears- The names of members with delinquencies will be posted at the Post Office and listed in the Town Crier. Members who have set up a payment plan and are paying will not be listed. Outstanding Associate Member dues are \$3,300 which does not include the five members who dropped their memberships. Other outstanding monies are: \$5,195 - Leasehold Dues, \$22,709 - Chautauqua Fees, \$3,309 - Taxes, \$5,190 - Lot Rent. The total amount due is \$39,703.

Our goal is to eliminate arrears by end of the Fiscal Year.

7. Communications, Committee Reports, and Minutes: *(see attached)* Peggy Child Smith

Motion	Move	Second	Vote
To approve Communications, Committee Reports, and Minutes	Child Smith	Neithercut	Unanimous

8. Consent Agenda: Peggy Child Smith

A. Memberships and Assignments of Leaseholds

Associate Members:

Linda Beaupre of 3271 Fulham Dr., Rochester Hills, MI 48309

Molly Bumstead of 2310 Argentina Dr. SE, Grand Rapids, MI 49506

John Schaefer of 4378 E. Atherton Rd., Burton, MI 48519

Kailin VanDeVelde of 103 W 77th St., Apt. 4C, New York, NY 10024

Gwen Wyatt of 3918 East Sunwind Dr., Okemos, MI 48864

Motion	Move	Second	Vote
To approve the memberships and assignments of leaseholds so long as members are in good standing	Child Smith	Stonewater	Unanimous

Motion	Move	Second	Vote
Pending review and approval by Jim Murray, to approve the change in assignment of lease to Scott Hemink, Block 5, Lots 2 & 3	Boyd	Neithercut	Unanimous

9. Old Business

A. Discuss 2019 Board/Assembly Dates: Jon Chism – A tentative calendar was distributed. Trustees were asked to review it, with special attention to be given to the date of the Mid-Winter Meeting,

B. To-Do List: Jon Chism

The list was reviewed; additions and adjustments will be updated on the To-Do List for the next meeting.

C. Discussion on MDOT Right of Way Report: Bill Kerby/Bob Wyatt (*presentation/report attached*)

Bob Wyatt requested the Board more carefully review the proposed MDOT US31 project scheduled for 2019 which would move the traffic 27' feet closer to Block 21. MDOT did not include Bay View in early discussions and planning as is required by the law which resulted from the 1988 lawsuit. Wyatt also asked for more information from MDOT to address the negative impact the project will have on Bay View during the construction process, as well as in the future. He thinks the 8/4/2017 letter from MDOT to SHPO (State Historic Preservation Office) was not transparent because it did not include a satisfactory study of the impacts on a National Historic Landmark, any referenced documents, and any review outside of the requested Bay View easements. The Operations Committee would like more information about planning for the construction impacts on Bay View, including detours around Bay View, work hours, traffic backups and congestion, emergency route, etc. Rather than straightening the curve, MDOT should consider keeping the radius of the curve the same to slow traffic and allow gaps in traffic to permit exit from Bay View. A representative from MDOT will attend the next Operations Committee on Friday 8/24 at 9 a.m. in the Board Room.

D. Review Proposed ADA Improvements and Funding Sources: Mike Spencer

ADA plans were included in the Board packet. Both the Buildings and Grounds and Finance Committees are recommending Bay View accept a bid for the project. The price tag is significantly higher (\$480,000

plus \$20-30K for engineering oversight) than originally budgeted. Jim Rogers/Pfeil/Spencer have discussed where they could find sources of funding to start this project. Some suggestions were: the Mary T Wood's bequest, designated donations for the ADA project, the Annual Fund and the Cottage Transfer Fee. The 2019 budget and the 2018 Year-End Appeal will be considered for additional funding sources.

Motion	Move	Second	Vote
To accept the bid for the ADA project	Neithercut	Hansen	Unanimous

E. Review of Style Guide from Marketing Committee: Bill Stelling (report attached)

The Marketing Committee's goal is to create consistent branding in digital and printed materials throughout Bay View's various programs and events. The priority is to create a common header, footer, logo and fonts for letterheads, posters, brochures, and all general information going for public distribution outside of Bay View. Guidelines will be prepared outlining when and where to use certain images or brands. This consistency and guidance does not apply to the creative shirts, apparel, accessories, and items which are traditionally meant primarily for members and on-Campus only.

Stelling presented a draft of the new Bay View logo. After much discussion, he was asked to have the graphic designer create a sample logo with the triangle added to the bottom of the circle so it resembles the "globe" which is on the curtain in JMH, and has been identified as Bay View's "logo" through the years. The new logo will be presented at the next Board Meeting on September 7, 2018.

F. Strategic Plan Update: Long Range Planning Committee (LRPC): Jeb Brown (*report attached*)

Priorities: #1, the BCT tax issue (tax lawsuit against Bear Creek Township was settled), and #2, the membership criteria (passage of the Membership By-law Amendment) have been addressed. #3, the internal allocation of taxes is in process. There still remains the question of term limits to the Board of Assessors. #4, we need to have more specificity for metrics and goals for Development. Brown suggested the Trustees need to become more involved with this. The participation rate for members is important and should be included. It was suggested the Long Range Plan become a formal part of each Board Meeting to take on one agenda item at a time. It was also suggested a half day at the Mid-Winter Meeting should be spent reviewing the action plan to bring it up to date.

10. New Business:

A. Woods Committee Discussion on Bylaw #75 : Tracy Datlen (for the Woods Advisory Committee) reminded the Trustees By-law #75 states the "Bay View Woods" was defined by a survey in 2000, and is subject to written easements for parking, maintenance and boat storage. It is to be preserved in its natural state and shall not be subdivided or divided or used for any activity which is inconsistent with outlined purposes for preservation. Therefore, she believes the building of staff housing in the "Bay View Woods" would be prohibited under By-law #75.

B. Discussion on messaging, BV Mission, and communications: Karl Hansen
This will be on the meeting agenda for September 7.

C. Bay View Lot Encroachment on Block 39: Alison Ford distributed a draft letter which will be discussed at the September 7 meeting.

D. New Application for Membership: Stan Sutton

Sutton asked the Trustees for clarity on the membership application and process going forward as a result of the passage of the new Membership Qualification By-law. The Membership Committee has spent considerable time over the last few years developing the application and interview questions. He feels the

process of implementing the By-law should be left up to the Membership Committee. The Trustees requested that the past practices the Committee followed for after-Season applications be kept in place, that is, the review of applications for Associate Membership will be deferred until the following Season unless there is a signed purchase agreement for a cottage. Then, as in the past, the Committee will make every attempt to accommodate that applicant, including holding the required in-person interview with two members of the Committee. Due to the ongoing membership litigation, the Board has asked that no more applications be distributed, either from the Office or online, until the Board gives guidance and the materials are reviewed by our attorney. Sutton was asked to present his Committee's suggestions at the September 7, 2018 meeting.

E. Development Report: Anne McDevitt

McDevitt reported approximately 25-30 percent of our members contribute financially to Bay View.

Outside Fundraising Efforts: Some members of the Association have raised concerns about independent fundraising efforts for projects which are outside the Bay View community, and questioned whether these efforts may have a negative impact on our own fundraising endeavors. Consensus among the Trustees was there is no way to limit this and to monitor how and where people choose to donate.

11. Closed Session:

Motion	Move	Second	Vote
To go into Closed Session at 11:25 a.m.	Stonewater	Ford	Unanimous

Returned to open session at 11:40 a.m.

Motion	Move	Second	Vote
To rescind the previous guidance to the Membership Committee (full resolution follows below)	Hansen	Boyd	Unanimous

"Resolved that the guidance issued by the Board at its August 4, 2018 meeting with respect to changes in the membership application and review process is hereby rescinded and rendered null and void. The Board will develop new policy guidance for the revised membership application and review process in consultation with legal counsel to ensure compliance with any and all applicable laws and with the mandate of the membership established by passage of the recent By-law amendment. Until such new application and processes are in place, a moratorium on the acceptance of any applications for membership received after August 4, 2018 shall remain in place unless an individual is required to become a member of the Association as a prerequisite for the closing of a real estate transaction. Such situations shall be handled on an ad hoc basis consistent with the revised By-laws and applicable law."

Annual Review of Executive Director – Neithercut will distribute the paperwork to Trustees.

12. Closing Prayer: Jon Chism

13. Next Meeting Date: Wade Hall – Friday, September 7, 2018 at 8:30 a.m.

14. Adjournment:

Motion	Move	Second	Vote
To adjourn at 11:45 a.m.	Stonewater	Ford	Unanimous

Respectfully submitted,

Peggy Child Smith